

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Ceylon Graphite Corp. (the "Company")
1100-1111 Melville Street
Vancouver, BC V6E 3V6

Item 2 Date of Material Change

December 9, 2022.

Item 3 News Release

The press release attached as Schedule "A" was released on December 12, 2022 by a newswire company in Canada.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule "A".

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule "A".

Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Sasha Jacob
Interim CEO, Director
info@ceylongraphite.com
+1(202)352-6022

Item 9 Date of Report

December 15, 2022.



Ceylon Graphite Appoints the Founder and Major Shareholder Sasha Jacob as Interim CEO

December 12, 2022, Vancouver – Ceylon Graphite Corp. (TSX-V: CYL) (OTC: CYLYF) (FSE: CCY) (the “Company”) is pleased to announce that the Company has appointed founder and major shareholder Sasha Jacob as interim CEO and Director. Mr. Jacob is a seasoned corporate executive with extensive operational experience in Sri Lanka and the experience and skill set required to lead Ceylon Graphite in working with local mining leadership, governmental bodies and graphite buyers as the Company approaches commercial production in the coming months. The Board of Directors has also accepted the resignation of interim Chief Executive Officer Don Baxter.

Mr. Jacob has a long history of successful business in Sri Lanka. He was a co-founder and principal shareholder of South Asia Energy Management Systems (SAEMS), formerly Sri Lanka’s largest independent hydropower producer. As the founder of Ceylon Graphite, he worked with local leadership to secure government support and licensing to establish the company on a solid footing, and as an advisor and principal investor, he has been a market leader in Canada as well as emerging markets in renewable energy finance, specialty metals and clean tech initiatives.

“Sasha is the right person at the right time to step in to oversee activity at the local level for the company, put the team in place to rapidly expand production capability. He is also ideally suited to work with automotive OEMs and battery manufacturers to secure Ceylon Graphite’s place in the Electric Vehicle battery ecosystem through offtake agreements with major manufacturers,” said Rita Theil, Chair of the Board of Directors. “We are grateful to Don for his hard work to put the mines on solid footing to move forward and thank him for his contributions as Interim CEO while the company was in transition.”

“Ceylon Graphite is uniquely positioned to take advantage of the global momentum in battery technology because of its high purity vein graphite and low carbon footprint that results from minimal processing being required,” said Jacob. “I believe its ESG benefits are second to none in the industry. As an advisor I’ve had multiple discussions with OEMs and battery technology companies eager to explore Ceylon’s ability to provide a steady supply of battery grade graphite for anodes with minimal environmental impact. I’m confident that I can bring the experience of working closely with the Sri Lankan government, shareholders, capital markets, and OEMs to make a substantial difference for all shareholders, local landowners, employees and stakeholders to drive this company forward at this exciting time in the Company’s development.”

Mr. Jacob is also CEO of Jacob Capital Management Inc., (a strategic advisor to Ceylon Graphite since November 15, 2017) the Chair of Maritime Launch Services (NEO:MAXQ), the Chair of Nature United (The Canadian affiliate of The Nature Conservancy), former Vice Chair of World Wildlife Fund Canada and a former Director of Plan International, Canada.

About Ceylon Graphite Corp.

Ceylon Graphite is a public company listed on the TSX Venture Exchange, that is in the business of mining for graphite, and developing and commercializing innovative graphene and graphite applications and products. Graphite mined in Sri Lanka is known to be some of the purest in the world and has been confirmed to be suitable to be easily upgradable for a range of applications including the high-growth electric vehicle and battery storage markets as well as construction, healthcare and paints and coatings sectors. The Government of Sri Lanka has granted the Company's wholly owned subsidiary Sarcon Development (Pvt) Ltd. an IML Category A license for its K1 mine and exploration rights in a land package of over 120km². These exploration grids (each one square kilometer in area) cover areas of historic graphite production from the early twentieth century and represent a majority of the known graphite occurrences in Sri Lanka.

Further information regarding the Company is available at www.ceylongraphite.com

Rita Theil, Chair, Board of Directors

info@ceylongraphite.com

Corporate Communications

+1(202)352-6022

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FORWARD LOOKING STATEMENTS:

This news release contains forward-looking information as such term is defined in applicable securities laws, which relate to future events or future performance and reflect management's current expectations and assumptions. The forward-looking information includes statements about Ceylon Graphite's grids, Ceylon Graphite's plans to undertake additional drilling and to develop a mine plan, and to commence establishing mining operations. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to Ceylon Graphite, including the assumption that, there will be no material adverse change in metal prices, all necessary consents, licenses, permits and approvals will be obtained, including various Local Government Licenses and the market. Investors are cautioned that these forward-looking statements are neither promises nor guarantees and are subject to risks and uncertainties that may cause future results to differ materially from those expected. Risk factors that could cause actual results to differ materially from the results expressed or implied by the forward-looking information include, among other things, an inability to reach a final acquisition agreement, inaccurate results from the drilling exercises, a failure to obtain or delays in obtaining the required regulatory licenses, permits, approvals and consents, an inability to access financing as needed, a general economic downturn, a volatile stock price, labour strikes, political unrest, changes in the mining regulatory regime governing Ceylon Graphite, a failure to comply with environmental regulations and a weakening of market and

industry reliance on high quality graphite. Ceylon Graphite cautions the reader that the above list of risk factors is not exhaustive.